



Riceville Volunteer Fire Department, Incorporated.

2251 Riceville Rd, Asheville, NC 28805

Phone: (828) 298-2456 / Website: www.Ricevillefire.org

BYLAWS OF

RICEVILLE VOLUNTEER FIRE DEPARTMENT, INCORPORATED.

ARTICLE I

Objectives and Purposes;

OfficeSection 1.1 Objectives and Purposes

Riceville Volunteer Fire Department, Incorporated is organized for all lawful purposes for which a non-profit corporation may be organized under the laws of the State of North Carolina, at the time of incorporation and as may be subsequently amended, including but not limited to the following purposes:

- A. To provide fire suppression, rescue, and emergency services and to acquire and own fire, rescue, medical and other emergency services apparatus for use in the protection of persons and property from injury, loss, damage, destruction by fire and other emergencies, and to undertake any lawful activity in furtherance of these general purposes.
- B. To perform charitable, religious, educational, and scientific purposes, including making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.
- C. To support and assist auxiliary services and organizations ancillary to the Department.
- D. To own and acquire land and to construct and erect buildings for corporate purposes, for use as housing for firefighters and rescue or medical personnel, for the housing of fire, rescue, medical and other emergency apparatus and for the providing of a place of meeting for the firefighters, community activities, members and directors of the corporation.
- E. To own and acquire land and all types of training equipment for the training of firefighters and rescue or medical personnel of the corporation; to sponsor or hold firefighting and emergency services schools; to provide emergency services authorized by the authority having jurisdiction over such emergency services.
- F. To perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which



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the corporation is created; provided, however, that no such power shall be exercised in a manner which is inconsistent with Chapter 55A of the North Carolina General Statutes



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or Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

- G. To perform any activity or task incidental or related to the activities of a Fire Department, including the purchase, ownership and disposition of equipment and land; providing mutual aid to other fire departments, assisting in auxiliary activities and groups; community support and outreach; enhancing community welfare and safety; and the borrowing and loaning of money in furtherance of these purposes.

Section 1.2 Principal Office

The principal office of the Riceville Volunteer Fire Department, Incorporated. (Hereinafter called the "Corporation" or "Fire Department"), shall be located at 2251 Riceville Road Asheville, North Carolina 28805. The location of the principal office of the Corporation may be changed from time to time by action of a majority of the Corporation's Board of Directors (hereinafter "Board").

Section 1.3 Registered Office

The registered office of the Corporation shall be located at 2251 Riceville Road Asheville, North Carolina 28805. The location of the registered office of the Corporation may be changed from time to time by action of the Board, but its location must always be identical with the business office of the Corporation's registered agent.

Section 1.4 Other Offices

The Corporation may also have offices and places of business at such other places within or without the State of North Carolina as the Board may determine or the business of the Corporation may require.

Section 1.5 Registered Agent

The Corporation shall continuously maintain in North Carolina a registered agent, who shall (i) an individual who resides in North Carolina, or (ii) a domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office.

Section 1.6 Notice of Annual or Special meetings of the Members or Directors

The fire department shall place request form for notice by email on its website which allows members to request that they be notified of upcoming meetings, or of a change in the time, place, or purpose of an upcoming meeting, or of the canceling or re-scheduling of an upcoming meeting. By email. The Fire Department staff will compile and maintain a



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database of those members who have requested notice of meetings or a change in a meeting, and who have provided their email address. For those members who provide an email address, Notice of any meeting is sufficient if it is sent 48 hours in advance of a special or regular meeting. With respect to those members who have requested email notice, the other requirements of notice in these bylaws shall not apply or be required. If, however, a member has not requested notice by email, then the other forms of notice set forth in these bylaws shall apply. An exception shall apply in the case of Emergency Meetings. For Emergency Meetings of the Directors, Notices by email sent at least 24 hours in advance of the meetings shall be sufficient for any Director who or Member who has requested notice by email.

ARTICLE II

Members of the Non-Profit

Corporation Section 2.1 Members of the Corporation

Members must be a minimum of eighteen years of age and be either a legal United States citizen or legal United States resident, and must meet one of the following requirements:

- A. The member shall reside in the Fire District; or
- B. The member is subject to fire tax in the Riceville Fire District or owns some interest in a business which is located in the Fire District; or
- C. The member meets all criteria needed to qualify as a paid full-time employee of the Fire Department.

The following shall constitute sufficient proof that a person is a member:

- A. A North Carolina driver's license or ID card showing an address within the Fire District.
- B. A North Carolina Vehicle registration card showing an address within the Fire District.
- C. A document such as a tax bill showing that the person owns property subject to fire tax in the Fire District. Where there is more than one owner of property or business within the Fire District, that business (or tax parcel identification number) will only be entitled to one member vote.
- D. Evidence showing that the person is a paid full-time employee of the Fire Department.



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Section 2.2 Class of Members

The Corporation shall have only one class of Members. The Members shall have only the duties and authority mandated by Chapter 55A of the General Statutes. Specifically, Members shall be entitled to elect members of the Board of Directors at the annual meeting.

Section 2.3 No Voting by Non-Member

If a person does not meet the requirements of Section 2.1 at the time of the annual meeting, the person shall not be considered a member, and shall not be entitled to vote.

ARTICLE III

Board of Directors

Section 3.1 General Powers

The Board of Directors shall manage the business and affairs of the corporation, in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws.

Section 3.2 Number and Qualifications of the Board of Directors

The total number of Directors of the corporation shall be nine. To serve as a Director, a person must be at least eighteen years of age, must reside within the Fire District, be subject to fire tax that supports the fire department, and must be a legal resident of the United States or a United States citizen. A Board Member cannot be an employee of the fire department, an employee within the previous forty-eight (48) months, nor be an Immediate Family Member of said employee. (Note: a Director is any member of the board and differs from an Officer as outlined in Article V.)

For purposes of this Section, "an Immediate Family Member" shall be defined as spouse, child, parent or step-parent, brother, sister, grandparent, grandchild, aunt, uncle, niece, nephew, various combinations of step, half and in-laws and adopted relationships of the above.

Section 3.3 Terms of the Members of the Board of Directors

Terms for the Board of Directors shall be three years, or until a successor has been elected. Terms for Board members shall be staggered so that, ordinarily, one-third of the directors are elected each year.



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After a Board member serves two consecutive terms (full or partial) the member is ordinarily not eligible for re-election to the Board for at least one year. If however, no one is nominated to fill the seat of the Board member who has served two terms, then the Board member may be nominated and elected to a third consecutive term.

A Board member who has been appointed as a replacement serves until the next Annual Meeting of the members. At that meeting, the members will elect a person to replace the appointed Board member for the remainder of the term vacated.

Section 3.4 Election of Board of Directors

Regular elections of directors will be held at the annual meeting of the members on the Second (2nd) Monday of October each year. Each member shall have one vote. All votes shall be by secret ballot.

If someone would like to be a Board Member, they can submit a Board Member Application form with the supporting documentation to Boardapplication@Ricevillefire.org via email, or it may be left with the Chief at the Fire Station during normal business hours, at least thirty (30) days before, but no more than forty-five (45) days before the annual meeting. The application can be obtained by visiting the fire department's website or by stopping by the fire department. Normal business hours are Monday-Friday between the hours of 8 a.m. to 5 p.m.

At the annual meeting, all qualifying persons that applied shall be placed on a ballot for vote by the Members. There shall not be any nominations for a director from the floor at the annual meeting. If the number of applicants and open seats are the same, they can be accepted by acclamation and no vote will be required.

Section 3.5 Conflict of Interest

In performing their duties, the Directors should avoid any direct conflict of interest and the appearance of a conflict of interest. A direct conflict of interest occurs when a director has a direct interest in or is the other party to the transaction under consideration. An indirect conflict of interest occurs when a director has an indirect interest in the transaction being considered because the other party to the transaction is an entity in which the director has a material financial interest or is a general partner; or because the other party to the transaction is an entity of which he is a director, officer, or trustee, and the transaction is or should be considered by the Board of Directors of the Corporation.

The Directors shall endeavor to act in the best interests of the department. A Director shall endeavor to act only to the furtherance of the department's mission. Directors should not use their position, the Department's name or property, for the profit or benefit



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of themselves.

No more than one Immediate Family Member shall serve on the Board of Directors at the same time.

Section 3.6 Removal of a Board Member

A Director may be removed when it is in the best interests of this corporation. The methods of removal of a sitting director are:

- 1) A director or directors may be removed with cause by a majority of the Board if the director fails to attend three (3) regular meetings in a twelve (12) consecutive month period.
- 2) A director or directors may be removed without cause by majority vote of the Members only as follows:
 - A. If the majority of the Board of Directors' vote to remove a director, the Chairperson of the Board shall ask for a vote of the Members at a special meeting of the membership to be held for the purpose of considering the removal of a Board Member. Once a majority of the board votes for removal, the Chairperson of the Board shall take the following steps to notify the Members of the meeting:
 - I. A notice of the time and place of the meeting shall be published in a local daily newspaper that meets the regulations for newspaper publication pursuant to N.C.G.S. § 1-397 (as may be amended) more than ten (10), and fewer than sixteen (16) days before the meeting; and
 - II. The notice shall be posted in a conspicuous place on the FireDepartment website; and The Notice shall state that the Purpose of the meeting is to consider the removal of a Member or members of the Board.
 - B. A vote shall be taken at the meeting of the Members. The vote shall be either for removal or against removal. A majority of the votes cast shall determine whether the director is removed.
 - C. If a member of the Board is removed by a vote of the Membership, they will not be eligible to run for a seat or be appointed to the Board again for three (3) years from the date of the vote.



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Section 3.7 Resignation

Board Members may resign upon written notice to the Board President.

Section 3.8 Vacancies

Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors. If a director(s) is appointed to fill a vacancy, then that person(s) shall serve only until the following annual meeting at which time the appointed person(s) may run, and the membership of the community will vote to elect a person to fill the remainder of the term vacated.

ARTICLE IV

Meetings

Section 4.1 Annual Meeting & Notice

An annual meeting of the Board of Directors and Members should be held on the second Monday of October of each year, beginning at or about 7p.m., for the purpose of voting for Board Members, and providing the Corporate Membership information about Fire Department operations and services, the Department's financial status, and for the transaction of such other business as may come before the meeting. A regular meeting of the Board of Directors should be held immediately after and at the same place as the annual meeting of the membership of the corporation.

Notice of the Annual Meeting is as follows:

- 1) Notice of the meeting shall be posted on the fire department bulletin board located at the fire station for no less than ten (10) days before the annual meeting; and
- 2) A copy of the notice of the meeting shall be posted prominently on the fire department website; and
- 3) A notice of the annual meeting shall be placed in the local newspaper that meets the requirements for newspaper publication pursuant to N.C.G.S. § 397 (as may be amended) ten (10) days before the Annual Meeting; and
- 4) The date and times of the Annual Meeting shall be posted on any sign located in front of the station for a minimum of ten (10) days, prior to the Annual Meeting.

If the day fixed for the Annual Meeting shall be a legal holiday in the State of North



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Carolina or a majority of the volunteers of this fire department are on an emergency call, such meeting shall be postponed and held on another day. The Board of Directors shall by a majority vote pick another day no less than five (5) business days and no more than thirty (30) days out from the normally scheduled Annual Meeting. If the Annual Meeting is rescheduled, a notice of the adjourned meeting shall be issued by the Board of Directors before the adjournment of the Annual Meeting and also posted on the information bulletin board within the station for a minimum of five (5) business days and contain the following information, the place, date and time of the rescheduled annual meeting.

Section 4.2 Special Meeting of the Members & Notice

Except as otherwise provided in these Bylaws, special meetings of the Members may be called for any lawful purpose or purposes by the Chairperson of the Board, by a majority of the Board or by a petition of a majority of the Members entitled to vote.

If a special meeting is called, notice of the meeting shall be given to the Board and the Members as follows:

- 1) Notice of the meeting including the purpose of the meeting shall be posted on the fire department bulletin board located at the fire station for no less than ten (10) days before the special meeting;
- 2) A copy of the notice of the meeting which includes the purpose of the meeting shall be posted prominently on the fire department website no less than ten (10) days before the Special meeting; and
- 3) The date and times and purpose of the Special Meeting shall be posted on the sign located in front of the station for a minimum of ten (10) days prior to the Special Meeting.
- 4) If the Corporate Members call for a Special Meeting of the Corporate Membership, the board secretary shall place an ad in the local newspaper not less than ten (10) days before the Special Meeting of the Membership giving the time, place and brief description of what business will be addressed at the meeting.

Section 4.3 Regular Meetings of the Board of Directors & Notice

Regular meetings of the Board of Directors shall be held monthly on the third Monday of each month. If for any reason the Regular Meeting does not take place on the third Monday of the month, the Directors may set the meeting at another time, or postpone the meeting until the following month.

Section 4.4 Special Meetings of the Board of Directors & Notice



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Special meetings of the Board of Directors may be called at the request of the Chairperson and two other Director. This meeting can be for new or continuing business of the department.

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days in advance of such meeting to each Director by at least one of the following methods:

- 1) Written notice delivered to the Director in person at least five days before the meeting. by an electronic text message, email message, facsimile message or telephone call (including leaving a voice message) at least five days before the meeting.
- 2) By depositing notice of the meeting in a depository of the United States, Postal Service addressed to the Director at his or her address seven days before the meeting.

If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail in a sealed envelope or postcard with postage thereon prepaid. If notice is given by facsimile or email, it shall be deemed to be delivered when transmitted. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4.5 Emergency Meetings of the Board of Directors & Notice

- A. Emergency meetings of the Board of Directors may be called at the request of the Chairperson and two other Directors of the Board. Reasons for an emergency meeting can be for the repair or purchase of emergency equipment that is extremely expensive and needs to be addressed immediately or for a personnel matter that requires immediate attention.
- B. Notice of an emergency meeting of the Board of Directors shall be given at least twenty-four (24) hours in advance of the emergency meeting by at least one of the following methods:
 - 1) Written notice delivered to the Director in person.
 - 2) An electronic text message, email message, a facsimile message or telephone call (including leaving a voice message).
- C. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of



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objecting to the transaction of any business because the meeting is not lawfully called.

Section 4.6 Closed Session Meetings of the Board of Directors & Notice

If the Board is conducting an annual, regular, special, or emergency meeting of the directors, a closed session may be called upon motion of any Director and the second by any other director, the Board will vote on whether to go into closed session for one of the following reasons:

- 1) To discuss personnel matters.
- 2) To discuss or decide a matter pertaining to purchasing real estate.
- 3) To obtain legal advice from legal counsel.

The closed session may begin immediately after it is called without further notice.
Attendance at a closed session meeting must be in person.

Section 4.7 Quorum

Before any business can be transacted by the Board of Directors or the Members, a quorum must be present.

- A quorum for the Board of Directors shall be a majority of the then current directors.
- A quorum for an annual meeting of the Members shall be those Members who attend the annual meeting of the Members for which notice has been given as required by these Bylaws. Otherwise, a quorum is at least ten percent (10%) of the Members.

Section 4.8 Attendance of Meetings of Directors and Members, and Notice

Members of the press and the public may attend any annual, regular, special or emergency meeting of the Board of Directors.

Members of the press and the public may attend any annual or special meeting of the Members.

Except as set forth in these Bylaws, the Board shall have no duty to provide any additional notice to members of the press or the public.

No member of the press or the public who is not a Director shall be entitled to vote on issues coming before the Board of Directors. No member of the press or the public



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who is not a member shall be entitled to vote on issues coming before the meetings of the Members.

If a person attending a meeting causes a disruption of the proceedings to the extent that it impairs the Board or the Members from considering and disposing of the business at hand, the Chairperson of the Board may ask the person to stop the disruption or leave the meeting. If the person continues to disrupt the meeting, the Chairperson of the Board may request assistance from a law enforcement officer to remove all persons causing or participating in said disruption.

Section 4.9 Place of Meetings

Except as otherwise noted, annual meetings shall occur at the Corporation's principal place of business. The Board of Directors may designate any place as the place of meeting for any other type meeting. If no designation is made, the place of meetings shall be the principal office of the Corporation.

Section 4.10 Order of Business for an Annual and Regular Meeting of the Board

The following order of business should be followed in any Annual and Regular meetings of the Board of Directors:

1. Call the Meeting to Order;
2. Approval of the minutes of the last meeting;
3. Approval of the Treasurer's Report;
4. Fire Chief's Report to the Board;
5. Election of Board Members, if applicable;
6. Election of Board Officers, if applicable;
7. Old Business;
8. New Business;
9. Public Comment; and
10. Adjournment.

Note: The Chairperson of the Board shall limit public speakers to time limits, that allow for fairness to everyone present and also allow the board to cover the needed objectives within the meeting.

Section 4.11 Order of Business of a Special or Emergency Meeting of the Board

The following order of business should be followed in any Special or Emergency meeting of the Board of Directors:

- 1) Call the Meeting to Order;
- 2) The Board shall only address the matter(s) that was detailed in the "Notice"



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given to
the Board Members; and

- 3) Adjournment.

Section 4.12 Order of Business of a Special Meeting of the Members

The following order of business should be followed in any Special Meeting of the Members:

- 1) Call the Meeting to Order;
- 2) Determine Quorum;
- 3) The Members shall only address the matter(s) specified in the notice of the special meeting; and
- 4) Adjournment.

Section 4.13 Meeting Minutes

The Secretary of the Board shall keep minutes of each Annual, Regular, Special and Emergency Meeting of the Board of Directors or of the Members, so that a person not in attendance would have a reasonable understanding of what transpired in the meeting. If the meeting is an annual, regular or special meeting, the minutes shall be reviewed for approval at the next regular meeting. If the meeting is an emergency meeting or an expedited emergency meeting, the minutes shall be approved by having each director sign the minutes as soon as practicable.

With the exception of minutes of any closed meeting, a copy of the minutes shall be made available to any person who requests them after they have been approved by the Board.

The Secretary of the Board shall keep minutes of each Closed Session Meeting of the Board of Directors so that a person not in attendance would have a reasonable understanding of what transpired in the meeting. These minutes of closed sessions shall be kept separate and apart from the other minutes. If there is a request for a copy of the minutes from a closed session, the Board of Directors shall refer the request to legal counsel for review whose decision is final. The Board shall then follow the advice of legal counsel with regard to releasing closed session minutes.

ARTICLE V

Officers and Committees of the Board of

Directors Section 5.1 Committees of the Board of Directors



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The Board of Directors may create an Executive Committee and other committees of the Board and appoint members of the Board of Directors to serve on them. The creation of a committee of the Board of Directors and appointment of members to it must be approved by a majority of the Directors. Each committee of the Board of Directors must have two or more Board Members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. Each committee member serves at the pleasure of the Board of Directors. The provisions in these Bylaws governing meetings, action without meetings, quorum and voting requirements of the Board of Directors do not apply to committees of the Board of Directors established under this section. The Board may establish a standing committee.

Section 5.2 Officers of the Board of Directors

The officers of the Board of Directors shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 5.3 Election of Board Officers

The Chairperson, Vice Chairperson, Secretary and Treasurer of the Board of Directors shall be elected by a majority vote of the Board of Directors in the board meeting immediately after the Annual Meeting of the Members.

Section 5.4 Terms of Board Officers

Each officer shall hold office until removal, resignation or the expiration of the term, or until a successor is elected and shall be a member.

Section 5.5 Removal of an Officer of the Board of Directors

Any officer of the Board of Directors may be removed by the Board as follows:

At any annual, regular, or special meeting of the Board of Directors, upon the request of two or more Board Members to remove an officer, the Board shall take a vote as to whether the officer should or should not be removed. Officers may be removed at any time, with or without cause, by vote of the Board.

Section 5.6 Vacancies of a Board Officer

Any vacancy occurring in an Office of the Board of Directors may be filled by a majority vote of Board of Directors at an annual, regular or special meeting of the Directors. An officer elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 5.7 Duties of the Chairperson



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The Chairperson of the Board shall have the following duties:

- 1) The Chairperson shall preside at all meetings of the Board of Directors or Members and establish rules for conducting such meetings.
- 2) The Chairperson of the Board shall be the President of the Corporation. The Chairperson of the Board shall be the direct supervisor of the Fire Chief.
- 3) The Chairperson shall perform all duties of the office of Chairperson, and such other duties as may be prescribed by the Board of Directors from time to time.
- 4) The Chairperson, with the attestation of the Secretary or assistant secretary of the Board of Directors, shall sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, unless the Board of Directors or these Bylaws, or a North Carolina General Statute has delegated the signing of the instrument to some other officer or agent of the corporation.

Section 5.8 Duties of the Vice-Chairperson

The Vice-Chairperson shall exercise the powers of the Chairperson during the Chairperson's absence, inability or refusal to act. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be apparent evidence of the absence, inability or refusal of the Chairperson at the time such action was taken. The Vice-Chairperson shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors. The Vice Chairperson of the Board shall also be the Vice President of the Corporation.

Section 5.9 Duties of the Treasurer

The Treasurer shall oversee all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

If the fire department employs a chief financial officer (CFO), administrative assistant or certified public accountant (CPA) to help with the finances of the fire department, the Board may delegate some of the duties of the Treasurer to those agents, but the Treasurer shall remain responsible for the oversight of the agent with respect to all delegated duties.

Section 5.10 Duties of the Secretary



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The Secretary of the Board shall have the following duties:

- 1) The Secretary shall keep accurate minutes of the acts and proceedings of all meetings of the Board of Directors, or Members.
- 2) The Secretary shall give all notices required by law and these Bylaws.
- 3) The Secretary shall have general charge of the corporate books and records.
- 4) The Secretary shall sign such instruments as may require the Secretary's signature and, in general, perform all duties relative to the office of Secretary and such other duties as from time to time may be assigned to him/her by a majority vote of the Board of Directors.

Note: If the Secretary is not present at a meeting, the Chairperson of the Board of Directors will appoint another Board Member or fire department administrative officer who is present to serve temporarily as assistant secretary to keep the minutes of the acts of the meeting.

ARTICLE VI

THE FIRE CHIEF

Section 6.1 Employment.

The Board of Directors shall employ a Fire Chief to perform the duties hereinafter described, along with all the usual duties of a Fire Chief. The decision to employ a fire chief and the terms of his employment shall be decided by a majority of the Board of Directors.

Section 6.2 Removal of Fire Chief

The Fire Chief may be removed by the Board of Directors. At the request of two (2) or more Board Members, the Board shall consider the issue of terminating the Fire Chief's employment. The Chief's employment may be terminated at any time, with or without cause, by a vote of two-thirds of the Board.

Section 6.3 Replacement of Fire Chief

If the Fire Chief is removed by the Board of Directors per Section 6.2, the Board of Directors shall replace him/her as soon as possible. Until the new Fire Chief is hired, the next highest-ranking officer of the fire department shall become the interim Fire Chief unless the Board of Directors, in its sole discretion, chooses to appoint an interim Fire



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Chief.

Section 6.4 Fire Chief's Compensation

Any compensation the Fire Chief receives from the fire department for performing his day-to-day administrative leadership of the fire department shall be fully disclosed to, reviewed and approved by the Board of Directors at a minimum of once a year. The Board may determine reasonable compensation for the position of fire chief once every three years by conducting an appropriate wage survey.

Section 6.5 Duties of the Fire Chief

The Fire Chief is an employee of the Board of Directors. The Board of Directors shall have full oversight over the Department and its management. A majority vote by the Board shall provide redirection if the Board feels that the Fire Chief is not acting in the best interest of the Fire Department.

The Fire Chief shall be the Chief Operations Officer (COO), and as such, shall run the day-to-day affairs of the Department and shall make expenditures for the benefit of the Department. All expenditures shall be within the constraints of the annual budget approved by the Board of Directors. The Fire Chief can only spend up to \$5,000.00 on any one invoice, even if it is budgeted. Any purchase above \$500 that is not budgeted requires Board approval. If the invoice or item is necessary for the continuation of services of the department and is budgeted, the Chief can spend up to \$10,000.00 before Board approval is needed. Any other category of purchase or payment, that is budgeted/approved and exceeds \$5000, will require the signature of two Board members who are authorized to sign checks.

The Fire Chief shall be one of the Emergency Services Officers and shall supervise the department's other Emergency Services Officers. These officers shall assist the Chief in operating the day-to-day business affairs of the department and in enforcing the administrative policies adopted by the Board of Directors.

The Fire Chief shall have the authority to sign service contracts for maintenance of equipment in the name of the fire department so long as such agreements are for the benefit of the Department and within the constraints of the annual budget approved by the Board of Directors.

The Fire Chief shall have the authority to appoint internal and external committees or focus groups to address department matters, including the purchase of equipment or other matters for which the Fire Chief needs assistance. The committees can consist of firefighters, department officers, or anyone from within this fire department, or citizens. The committees will not have spending powers except as allowed by the Fire Chief, and any spending shall be within the constraints of the annual budget approved by the Board of Directors.



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The Fire Chief shall attend, unless prior excusal is approved by the Chairperson of the Board, the monthly board meetings and provide the board with full and complete overview of how the fire department is operating. The board may ask, at any time for more information and the Fire Chief shall provide it. If the Fire Chief is asked to attend another meeting of the board, the Fire Chief shall attend.

The Fire Chief shall propose and faithfully enforce all administrative policies approved and adopted by the Board of Directors.

The Fire Chief shall be a non-voting member of the Board of Directors.

The Fire Chief shall have the power to develop and adopt Standard Operating Guidelines (SOG's) that address how the Department responds to emergency scenes and also operates on the emergency scenes.

The Fire Chief shall avoid all conflicts of interest and the appearance of conflicts of interest consistent with the requirements of Section 3.5.

ARTICLE VII

Dissolution of Corporation

Section 7.1 Dissolution

Upon the dissolution and the termination of the affairs of the corporation, after all, liabilities and obligations of the corporation have been paid, satisfied and discharged, the remaining assets of the corporation, if any, shall be distributed as set forth in the Articles of Incorporation for the Corporation; by a two-thirds (2/3) vote of the Board of Directors; or for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of Justice of Buncombe County, North Carolina, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

General Provisions

Section 8.1 Fiscal Year

The fiscal year of the corporation shall begin on July 1 of each year.

Section 8.2 Seal



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The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the corporation and in the center of which is inscribed SEAL.



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Section 8.3 Waiver of Notices

Whenever any notice is required to be given under the provisions of Chapter 55A or the Articles of Incorporation or the Bylaws of this corporation, a written waiver of the notice signed at any time by the person or persons entitled to it shall be deemed proper notice.

Section 8.4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purposes of the corporation.

Section 8.5 Checks

All checks, drafts or orders for the payment of money shall be signed by such officers or other individuals as the Board of Directors may from time to time designate.

Section 8.6 Financial Review & Management Letter

The fire department shall have an annual financial review performed by the fire department's Certified Public Accountant (CPA) or CPA firm and the report and management letter shall be reviewed by the board and the County.

Section 8.7 Bond

The Board of Directors of this corporation may obtain insurance protection in the form of a fidelity bond that covers all Board Members and fire department personnel. The minimum limits of the bond shall be \$100,000.00.

Section 8.8 Monetary Loans

The Board of Directors shall only extend monetary loans to individuals or other entities, by a two-thirds (2/3) vote of the Directors in office and the vote shall be held publicly at a regularly scheduled meeting of the Board.

Section 8.9 Indemnity of Directors and Officers

Subject to any restrictions of applicable law, the corporation may by action of the Directors indemnify any Director, officer or former Director or officer of the corporation against

a) expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of any threatened, pending or completed action, suit or proceeding in which he/she was made or threatened to be made a party by reason of being or having been such Director or officer, and b) payments made by him/her in satisfaction of any judgment, a money decree, fine, penalty or settlement for which



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he/she may have become liable in any such action, suit or proceeding, except in either case in relation to matters as to which he/her shall have been adjudged in such action, suit or proceeding to be liable for gross negligence or



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intentional misconduct, including criminal action, in the performance of his/her duty. The corporation may by action of the Directors provide at the expense of the corporation insurance protection with respect to such indemnification of Directors or officers of the corporation and such other or additional protection to the corporation and its Directors and officers as shall be permitted by applicable law and governmental regulations, including federal income tax laws and regulations relating to the tax-exempt status of the corporation and to the affairs of the corporation.

Section 8.10 Gender

As used in these Bylaws, the masculine pronoun shall include the feminine.

Section 8.11 Amendment or Repeal of Bylaws

The Bylaws of this corporation may be repealed or amended by a majority vote of the Membership or a majority vote of the Board of Directors present at any two (2) consecutive meetings or a special meeting of the Board of Directors at which a quorum is present; provided, however, that no such action shall change the purposes of this corporation so as to impair its rights and powers under the laws of the State of North Carolina. Notice of any amendment to be offered at any meeting, which shall include sufficient information to identify the proposed amendment, shall be given not less than seven (7) or more than sixty (60) days before such meeting and shall set forth such proposed amendment.

Section 8.12 Group Notification of Meetings

The fire department shall place a form on its website, which allows anyone to ask for notification of meetings, or meeting change notices. From these forms, a database will be developed by the Fire Department so that the Board of Directors can issue notifications on new meeting dates and times, cancel a meeting or reschedule a meeting. A notice can be emailed to whomever has completed the form requesting to be placed on the notice request list. Notice should be sent at least 48 hours in advance of all meetings except for an Emergency Meeting of the Board for which 24-hour notice is required.

(ALL SIGNATURES ARE LOCATED ON THE FOLLOWING PAGE)



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THIS IS TO CERTIFY that the amendments to the Bylaws of Riceville Volunteer Fire Department, Incorporated, were adopted by the Board of Directors at a meeting held on the 19th day in the month of May, 2025 after being presented, discussed and approved by the Board of Directors at meetings April 21st, 2025 and May 19th, 2025.

Carla F. McHender

Secretary of the Board of Directors

Dan Little

Chairperson of the Board of Directors

(Corporate Seal)



Arman J. Kelly

Fire Chief/Chief Operations Officer

